STATEMENT AS OF MARCH 31, 2002 OF THE HARVARD PILGRIM HEALTH CARE, INC.

STATEMENT OF REVENUE AND EXPENSES

	STATEMENT OF REVENUE	Current Yea		Prior Year
		1 Uncovered	2 Total	3 Total
1.	Member Months		1,620,309	7,048,402
2.	Net premium income	xxx	406,329,785	1 ,648 ,744 ,093
3.	Change in unearned premium reserves and reserve for rate credits	xxx		
4.	Fee-for-service (net of \$medical expenses)	xxx	220,086	453 , 481
5.	Risk revenue	xxx		
6.	Aggregate write-ins for other health care related revenues	xxx		
7.	Total revenues (Lines 2 to 6)	xxx	406,549,871	1,649,197,574
	Medical and Hospital:			
8.	Hospital/medical benefits		328,341,252	1,386,100,929
9.	Other professional services		6,005,043	31 ,060 ,067
10.	Outside referrals			
11.	Emergency room and out-of-area			
12.	Prescription drugs			
13.	Aggregate write-ins for other medical and hospital			
14.	Incentive pool and withhold adjustments			
15.	Subtotal (Lines 8 to 14)		359,048,213	1,459,031,354
	Less:			
16.	Net reinsurance recoveries			
17.	Total medical and hospital (Lines 15 minus 16)			
18.	Claims adjustment expenses			
19.	General administrative expenses			
20.	Increase in reserves for accident and health contracts			
21.	Total underwriting deductions (Lines 17 through 20)			
22.	Net underwriting gain or (loss) (Lines 7 minus 21)			
	Net investment income earned			
24.	Net realized capital gains or (losses)			396, 103
25.	Net investment gains or (losses) (Lines 23 plus 24)		===	9,060,951
26.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered			
	\$) (amount charged off \$			
27.	Aggregate write-ins for other income or expenses			(19,496,118)
28.	Net income or (loss) before federal income taxes (Lines 22 plus 25 plus 26 plus 27)			
29.	Federal and foreign income taxes incurred			
30.	Net income (loss) (Lines 28 minus 29)	xxx	9,795,205	25,843,986
	DETAILS OF WRITE-INS			
0601.		xxx		
0602.		xxx		
0603.		xxx		
0698.	Summary of remaining write-ins for Line 6 from overflow page	xxx		
0699.	Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	XXX		
1301.	Other Supplies & Expenses		7,948,878	27 ,668 , 333
1302.	Occupancy, Depreciation and Amortization		2,243,515	13,306,006
1303.	Contracted Outside Medical Services			94 , 408
1398.	Summary of remaining write-ins for Line 13 from overflow page		(19,099,564)	(95, 342, 465)
1399.	Totals (Lines 1301 thru 1303 plus 1398) (Line 13 above)		(8,907,171)	(54,273,718)
2701.	Miscellaneous & Other Income.		6,295	(19,496,118)
2702.				
2703.				
2798.	Summary of remaining write-ins for Line 27 from overflow page			
2799.	Totals (Lines 2701 thru 2703 plus 2798) (Line 27 above)		6,295	(19,496,118)

STATEMENT AS OF MARCH 31, 2002 OF THE HARVARD PILGRIM HEALTH CARE, INC.

CAPITAL AND SURPLUS ACCOUNT

	CAPITAL AND SURPLUS ACCOUN	1 Current Year to Date	2 Prior Year
	CAPITAL AND SURPLUS ACCOUNT:		
		400,000,000	101 107 071
31.	Capital and surplus prior reporting period	130,906,896	131, 187,074
	GAINS AND LOSSES TO CAPITAL & SURPLUS:		
32.	Net income or (loss) from Line 30	9,795,205	25, 843, 986
33.	Change in valuation basis of aggregate policy and claim reserves		
34.	Net unrealized capital gains and losses	(51,614)	1,945,900
35.	Change in net unrealized foreign exchange capital gain or (loss)		
36.	Change in net deferred income tax		
37.	Change in nonadmitted assets	4,429,884	(5,511,064)
38.	Change in unauthorized reinsurance		
39.	Change in treasury stock		
40.	Change in surplus notes	0	9,997,525
41.	Cumulative effect of changes in accounting principles		(16, 300,000)
42.	Capital Changes:		
	42.1 Paid in		
	42.2 Transferred from surplus (Stock Dividend)		
	42.3 Transferred to surplus		
43.	Surplus adjustments:		
	43.1 Paid in		
	43.2 Transferred to capital (Stock Dividend)		
	43.3 Transferred from capital		
44.	Dividends to stockholders		
45.	Aggregate write-ins for gains or (losses) in surplus		(16, 256, 525)
46.	Net change in capital & surplus (Lines 32 to 45)	14, 173, 475	(280 , 178)
47.	Capital and surplus end of reporting period (Line 31 plus 46)	145,080,371	130,906,896
	DETAILS OF WRITE-INS		
4501.	Long-term Debt Subject to Insurance Commissioner Pre-approval		(4,505,000)
4502.	Surplus Notes Issued		(11,751,525)
4503.			
4598.	Summary of remaining write-ins for Line 45 from overflow page		
4599.	Totals (Lines 4501 thru 4503 plus 4598) (Line 45 above)		(16, 256, 525)